

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

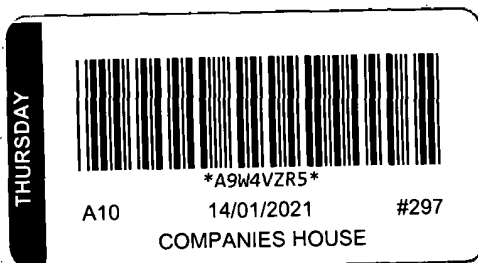
OF

HOPE NOT HATE LIMITED

(COMPANY NUMBER 8188502)

(Adopted by Written Resolution passed on

2020)



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1. Interpretation

1.1. In these Articles, unless the context requires otherwise

"Act" means the Companies Act 2006

"Articles" means the Company's articles of association for the time being in force;

"Bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the board of directors of the Company from time to time;

"Business Day" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

"Chairman" has the meaning given in article 16;

"Chairman of the meeting" has the meaning given in article 29.3;

"Charity" means Hope Not Hate Charitable Trust (with Charity Number 10138800);

"Connected Person" means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together have a substantial interest

"Company" means Hope Not Hate Limited.

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company.

"Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

"Document" includes, unless otherwise specified, any document sent or supplied in Electronic form;

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Eligible Director" means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter);

"Member" has the meaning given in section 112 of the Companies Act 2006;

"Objects" the objects of the company as set out in article 2;

"Ordinary Resolution" has the meaning given in section 282 of the Companies Act 2006;

"Proxy notice" has the meaning given in article 35.1;

"Special Resolution" has the meaning given in section 283 of the Companies Act 2006;

"Subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic form or otherwise.

- 1.2. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1.4. A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1.6. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2. Objects

The objects of the Company are to promote and otherwise further by all means

- (a) the promotion of good community relations between people of diverse backgrounds, including race, ethnicity, culture and religion;
- (b) the advancement of the education of the public in relation to racial and religious prejudice;
- (c) research into the causes and effects of prejudice and disharmony and the dissemination of the useful results of such research; and
- (d) growing a diverse network of individuals committed to eliminating unlawful discrimination of all kinds.

3. Powers

The company has the power to do all such things as are incidental or conducive to the furtherance of the Objects and, in particular, but not limited to:

- (a) Campaign and take action locally, regionally, nationally and internationally to influence public opinion, media coverage and governmental and other institutional policy and

regulation, and legislative reform;

- (b) Support and work in partnership with other organisations with similar Objects, both in the UK and, where relevant, internationally;
- (c) Research, publish and disseminate material on both organised groups and individual actors seeking to promote hateful, extremist or racist ideologies;
- (d) Publish books, magazines, booklets, photographs, films and sound recordings to disseminate information to the public, including social media;
- (e) To develop and promote training materials, courses and resources for adults and children and for use in schools on identity, stereotyping, prejudice, discrimination and harm;
- (f) To undertake research for, and prepare evidence to be given at, public enquiries, public debates, conferences, meetings, Royal Commissions, Government Inquiries and Select Committees of Parliament, and be a member of, advise and otherwise assist public bodies, and organisations established by Act of Parliament or by the Government;
- (g) Provide and assist in the provision of money, materials or other assistance using the Company's powers;
- (h) Enter into contracts to provide services to or on behalf of other bodies;
- (i) Acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- (j) Dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
- (k) Borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- (l) Set aside funds for special purposes or as reserves against future expenditure;
- (m) Invest the Company's money not immediately required for its objects in or upon any investments, securities or property;
- (n) Arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- (o) Lend money and give credit to, or take security for such loans or credit to any person or company;
- (p) Open and operate bank accounts and other facilities for banking; draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (q) Accept (or disclaim) gifts of money and any other property;
- (r) Raise funds via subscriptions, donations and otherwise;
- (s) Trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- (t) Incorporate and acquire any subsidiary companies to carry on any trade;
- (u) Engage and pay employees, consultants and professional or other advisers and make

reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependents;

- (v) Establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property where appropriate;
- (w) Become a member, associate or affiliate of or act as a trustee or appoint trustees of any other organisation;
- (x) Impose restrictions, which may be revocable or irrevocable, on the use of any property and the Company;
- (y) Co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- (z) Insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors of the Company;
- (aa) May provide indemnity insurance for the Directors and any other officer of the Company, and
- (bb) Do all such other lawful things as may further the Objects set out in article 2

4. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- (b) payment of the costs charges and expenses of winding up and
- (c) adjustment of the rights of the contributories among themselves.

5. Application of Income and Property

- 5.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Objects
- 5.2 Except as provided in this article 5, no part of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Company. This shall not prevent any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any Member for any goods or services supplied to the Company;
 - (b) interest on money lent by a Member to the Company at a reasonable and proper rate;
 - (c) any payment to a Member who is also a Director which is permitted under article 6.

6. Benefits and payments to Directors and Connected Persons

6.1. A Director:

- (a) may be employed by the Company and be remunerated for such employment provided such remuneration is reasonable and proper;
- (b) may receive payment under an indemnity from the Company in the circumstances set out in article **Error! Bookmark not defined.**42;
- (c) may not receive any other benefit or payment from the Company unless it is authorised by this article 6.

6.2. Unless the benefit or payment is permitted under article 6, no Director (including a Member who is also a Director) or Connected Person may:

- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
- (b) receive any remuneration from the Company for their services to the Company as Directors; or
- (c) receive any other financial benefit from the Company

6.3 A Director or a Connected Person may, subject to article 6 4

- (a) enter into a contract for the supply of goods or services to the Company;
- (b) receive reasonable and proper rent for premises let to the Company;
- (c) receive interest at a reasonable and proper rate on money lent to the Company; and
- (d) take part in the normal trading and fund-raising activities of the Company on the same terms as members of the public

6.4 The Company and its Directors may only rely on the authority provided by article 6.3 (a) if each of the following conditions is satisfied

- (a) the amount or maximum amount of the payment for the goods or services
 - (i) is set out in an agreement in writing between the Company and the Director or Connected Person supplying the goods or services (the Supplier) under which the Supplier is to supply the goods or services in question to the Company, and
 - (ii) does not exceed what is reasonable in the circumstances for the supply of the goods or services in question.
- (b) the other Directors are satisfied that it is in the best interests of the Company to contract with the Supplier rather than someone who is not a Director or Connected Person. In reaching that decision, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so;
- (c) the Supplier:
 - (i) is absent from the part of the meeting of the Directors at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods or services to the Company by them; and
 - (ii) neither the Director nor any alternate Director appointed by him vote on any such matter and is not counted when calculating whether a quorum of Directors is present

at the meeting.

(d) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 6.

(e) A Director's duty under the Act to avoid a conflict of interest with the Company does not apply to any transaction authorised by this article 6.

7. Winding up

7.1. On the winding up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remain (the Company's remaining assets) shall not be paid or distributed to the Members but shall be applied or transferred:

(a) to the Charity; or

(b) to any charity or charities for purposes similar to the Objects or the objects of the Charity, and

(c) to any such charity or organisation as the Members may decide

7.2. The decision on who is to benefit from the Company's remaining assets, pursuant to article 7.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

7.3. In the event that no resolution is passed by the Members or by the Directors in accordance with this Article, the Company's remaining assets shall be applied for such charitable purposes as directed by the court or the Charity Commission

8. Directors' general authority

8.1. Subject to the Act and the Articles, Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

8.2. The Company's chief executive officer and deputy chief executive officer from time to time shall both be entitled to attend and participate in all meetings of the Board but they shall not be entitled to vote at such meetings unless they are themselves Directors and otherwise entitled to vote in accordance with the Articles

8.3. The Chairman shall be entitled to invite any other person he deems necessary to attend meetings of the Board but they shall not be entitled to vote at such meetings.

9. Directors may delegate

9.1. Directors may delegate any of the powers which are conferred on them under the Articles.

(a) to such person or committee (including, for the avoidance of doubt, the chief executive officer or the deputy chief executive officer of the Company),

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories; and

(e) on such terms and conditions, as they think fit.

9.2. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

- 9.3. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.4. If consulted by the chief executive officer or the deputy chief executive officer on any issue, the Chairman has power to exercise all of the powers of the Board on an ad hoc basis.

10. Committees

- 10.1. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 10.2. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

11. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision of Eligible Directors taken at a properly convened meeting or a decision taken in accordance with article 12.

12. Unanimous decisions

- 12.1. A decision of the Directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 12.2. Such a decision may take the form of a resolution in Writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in Writing.
- 12.3. A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at a properly convened Directors' meeting.

13. Calling a Directors' meeting

- 13.1. The Directors shall meet a minimum of four times per annum, successive meetings shall not be more than four months apart
- 13.2. Any Director may call a Directors' meeting by giving not less than five business days' notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice
- 13.3. Notice of any Directors' meeting must indicate
 - (a) its proposed date and time
 - (b) where it is to take place, and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.4. Notice of a Directors' meeting must be given to each Director in Writing in accordance with the Articles.
- 13.5. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice in Writing to that effect to the Company. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14. Participation in Directors' meetings

- 14.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate simultaneously to the others participating at the meeting, any information or opinions they have on any particular item of the business of the meeting.
- 14.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other
- 14.3. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 15. Quorum for Directors' meetings**
- 15.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 15.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Board, but it must never be less than four or 50% of the number of existing Directors, whichever is the greater.
- 15.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision.
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further Directors
- 16. Chairing of Directors' meetings**
- 16.1. The Directors shall appoint one of their number to chair their meetings.
- 16.2. The person so appointed for the time being is known as the Chairman
- 16.3. The Chairman shall chair all meetings of the Board
- 16.4. If the Chairman is not present at a particular meeting, the remaining Directors shall appoint one of the Directors present to chair that meeting
- 17. Casting vote**
- 17.1. If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote
- 17.2. The provisions of article 17.1 shall not apply if, in accordance with the Articles, the Chairman or other Director chairing the meeting is not to be counted as participating in the decision-making process or quorum for voting purposes in which case the issue shall be referred to the decision of the Members in general meeting.
- 18. Conflicts of interest**
- 18.1. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
- 18.2. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 18.3. If a conflict of interests arises for a Director because of a duty of loyalty owed to another company, organisation or person and the conflict is not authorised by virtue of any other

provision in the Articles, the unconflicted Directors may, by a majority vote, authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other company, organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In article 18.3 a conflict of interests arising because of a duty of loyalty owed to another company, organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a Connected Person.

19. Records of decisions to be kept

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision, of every unanimous or majority decision taken by the Directors

20. Directors' discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to Directors

21. Number of Directors

The number of Directors at any given time shall be a maximum of twelve and a minimum of six. If at any time the number of Directors falls below six, the Directors shall meet as soon as reasonably possible to appoint an individual or individuals as Directors so as to ensure the number of Directors is returned to six.

22. Methods of appointing Directors

- 22.1 Any person who is willing to act as a Director and is permitted by law to do so, may be appointed to be a Director provided he or she is also a Member of the Company. The Directors shall be appointed;

- (a) by Ordinary Resolution, or
- (b) by a decision of the Directors

- 22.2. The Directors shall be appointed for fixed terms of two years but when their term comes to an end, their appointment shall continue until the holding of a Members meeting at which each Director may stand for re-election. The Directors at the date of adoption of these Articles shall be deemed to have been appointed or reappointed as the case may be from that date.

- 22.3. In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.

- 22.4. For the purposes of article 22.3 where 2 or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

23. Termination of Director's appointment

23.1. A person ceases to be a Director as soon as-

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- (g) that person ceases to be a Member.

23.2 For the avoidance of doubt, a Director may be removed by the Members in general meeting pursuant to the provisions of sections 168 to 169 of the Companies Act 2006

24. Applications for Membership

No person shall become a Member of the Company unless

- (a) that person has also been approved as a Director of the Company in accordance with the Articles,
- (b) that person has completed an application for membership in a form approved by the Directors, and
- (c) the Directors have approved the application. The Directors shall have absolute discretion as to whether or not to approve an application and need not give any reasons for any such decision.

25. Termination of Membership

- 25.1. A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in Writing.
- 25.2. Membership is not transferable.
- 25.3. A person's membership terminates when that person, if an individual, dies or ceases to be a Director or, if a body corporate, ceases to exist.

26. Annual General Meeting

- 26.1. The Directors will convene an annual general meeting at least once every calendar year and no later than 15 months after the previous annual general meeting.
- 26.2. The annual general meeting will consider the following business:
 - (a) the appointment of a Chairman of the Board,

- (b) the review and approval of the annual accounts;
- (c) when necessary, election of the Directors; and
- (d) such other business as the Members may wish to discuss.

27. Attendance and speaking at general meetings

- 27.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.2. A person, being a Member, is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons entitled to vote who are attending the meeting
- 27.3. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak and/or vote at it.
- 27.4. In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other
- 27.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. Quorum for general meetings

- 28.1. The quorum for general meetings may be fixed by an ordinary resolution of a quorate general meeting. Save as otherwise determined as aforesaid, the quorum shall be four Members or 50% of the Members whichever is greater
- 28.2. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

29. Chairing general meetings

- 29.1. If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- 29.2. If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start a Director elected by the Directors present shall chair the meeting.
- 29.3. The person chairing a meeting in accordance with this article is referred to as "the Chairman of the meeting".

30. Attendance and speaking by Directors and non-Members

- 30.1. Directors may attend and speak and if they are Members vote at general meetings.
- 30.2. The Chairman of the meeting may permit other persons who are not Members to attend and speak (but not vote) at a general meeting.

31. Adjournment

- 31.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.
- 31.2. The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the general meeting consents to an adjournment; or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the general meeting or ensure that the business of the general meeting is conducted in an orderly manner.
- 31.3. The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting itself.
- 31.4. When adjourning a general meeting, the Chairman of the meeting must:
- (a) either state the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the general meeting
- 31.5. If the continuation of an adjourned general meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it in Writing (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 31.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the general meeting if the adjournment had not taken place

32. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

33. Errors and disputes

- 33.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting itself (or any adjournment thereof) at which the vote objected to is tendered and every vote not disallowed at the meeting is valid.
- 33.2. Any such objection must be referred to the Chairman of the meeting whose decision is final.

34. Poll votes

- 34.1. A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 34.2. A poll may be demanded by:

- (a) the Chairman of the meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

34.3. A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the Chairman of the meeting consents to the withdrawal.

34.4. Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

35. Content of proxy notices

35.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy (who must themselves be a Member) and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

35.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

35.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

35.4 Unless a proxy notice indicates otherwise it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

36. Delivery of proxy notices

36.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

36.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

36.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjournment thereof to which it relates.

36.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

37. Amendments to resolutions

- 37.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- 37.2. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

38. Means of communication to be used

- 38.1. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 38.2. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- 38.3. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

39. 37. Company seal

- 39.1. Any common seal may only be used by the authority of the Directors.
- 39.2. The Directors may decide by what means and in what form any common seal is to be used.
- 39.3. Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 39.4. For the purposes of this article, an authorised person is:
- (a) any Director,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

40. No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

41. Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

42. Indemnity

42.1 Subject to article 1.42.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Company shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Company may be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.

42.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

43. Insurance

43.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

43.2 In this article:

- (a) a "relevant Director" means any Director or former Director of the Company and any director or former director of an associated company.
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that person's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or any associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.